

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

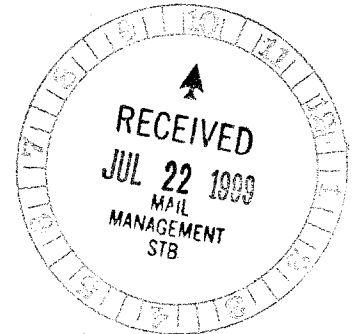


RECORDATION NO. 22270 FILED

JUL 23 1999

July 21, 1999

VIA FEDERAL EXPRESS



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 19, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Rio Grande Portland Cement  
4253 Montgomery Blvd. NE  
Albuquerque, NM 87109

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Tiffany Chase".

Tiffany Chase  
Manager of Documentation

Enclosures

(RGPC005)

RECORDATION NO. 22270 FILED .

EXHIBIT A  
to  
RIDER NO. 2

JUL 23 '99

10:00 AM

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of April, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Rio Grande Portland Cement Corporation ("Lessee"), a New Mexico corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 19th day of April, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State  
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of April,  
1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

RIO GRANDE PORTLAND CEMENT CORPORATION

ATTEST:

By: [Signature]  
Name: Lydia Plant  
Title: traffic Supervisor

By: [Signature]  
Name: Wm C Webb  
Title: VP Sales

Executed on this 13 day of April, 1999.

[CORPORATE SEAL]

STATE OF New Mexico  
COUNTY OF Bernalillo

I, Ann Scott, a Notary Public of the County and State  
aforesaid, certify that William Webb personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

1999 WITNESS my hand and official stamp or seal, this 13 day of April.

[Signature]  
Notary Public

My Commission Expires:

1-22-2001  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

Number Of Cars:	Fifty (50)
Description of Cars:	2,980 cu. ft. Covered Hoppers
Car Numbers:	NDYX 298260-298309